

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<i>In re</i>	:	Chapter 11
	:	Case No. 01-01139 (JKF)
W. R. GRACE and CO., <i>et al.</i> ¹ ,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**FEE DETAIL FOR DAY PITNEY LLP'S
FORTIETH QUARTERLY APPLICATION FOR THE PERIOD
FROM JANUARY 1, 2011 THROUGH MARCH 31, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace and Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace and Co.-Conn., A-1 Bit and Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., EandC Liquidating Corp., Emerson and Cuming, Inc.), Southern Oil, Resin and Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JLP)
Debtors.)	(Jointly Administrated)

**ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF FITNEY, HARDIN, KIPP & SZUCH LLP
AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") seeking entry of an order under sections 327(c) and 328(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code") authorizing the Debtors to employ and retain Fitney, Hardin, Kipp & Szuch LLP ("FHKSLP") as special counsel for the Debtors with respect to the specified matters set forth in the Application; and upon the Affidavit of Anthony J. Marchetti submitted in support of the Application; and it appearing that the relief requested is in the best interest of the Debtors' estates and their creditors and other parties in interest; and it appearing that this is a core matter under 28 U.S.C. § 157; and

¹The Debtors consist of the following 67 entities: W. R. Grace & Co. (P/B Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alvirah Benton Ltd., Alvirah Lead Corporation, Arivian, Inc., CB Minerals, Inc. (P/B Grace Minerals, Inc.), COWI, Inc., Calgonite, Inc., Calgonite II, Inc., Creative Food W. P. Co., Dura Foods, Inc., Del Toro Resources, Inc., Denny and Alley, LLC (P/B Denny & Alley Company), Enarg, Inc., Five Alvirah Benton Ltd., G C Limited Partners I, Inc. (P/B Grace Coast Limited Partners I, Inc.), G C Management, Inc. (P/B Grace Coast Management, Inc.), GSC Management Corporation, GW Holdings, Inc., OPC Thompsonville Corp., Quepasa New Construction Company, Inc. (P/B Grace A-S Inc., Grace A-S II Inc., Grace Chemical Company of China, Grace Colliery Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (P/B Dutton International Holdings, Inc.), Grace Oilfield Company, Grace PAR Corporation, Grace Petroleum Litho Incorporated, Grace Thorpe Investment, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Lead Corporation, Grant, Inc., Grant II, Inc., Gravel-Crillo Lead Development Corporation, Kinross Square Corporation, Kinross International, Inc., Kinross Development Company, L. B. Rocky, Inc., Litigation Management, Inc. (P/B GSC Holding, Inc., Grace JVH, Inc., Atlantic Management, Inc.), Metallite Resources, Incorporated, Morris Street, Inc., MRA Holdings Corp. (P/B Morris-MRA Holdings Corporation), MRA International, Inc. (P/B Morris-MRA, Inc.), MRA Staffing Systems, Inc. (P/B British Mining Association, Inc.), Kinross Group, Inc. (P/B Environmental Liability Management, Inc., SAC Liquidating Corp., Swenson & Corning, Inc.), Samsco Oil, Kato & Ferguson, Inc., Water West Corporation, Arid Bush Ranch Company, CC Partners (P/B Grace Quarry Building), Roydon-Guth West Coal Company, H-G Coal Company.

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it appearing that PHKS does not represent any interest adverse to the Debtors or their estates with respect to the matters on which PHKS is to be employed, and meets all requirements for retention set forth in the Bankruptcy Code; and it appearing that the terms and conditions of PHKS's employment as further described in the Application are reasonable; and adequate notice having been given of the Application; and good and sufficient cause existing to grant the Application;

NOW, THEREFORE, IT IS ORDERED:

ORDERED that the Application is GRANTED; and it is further

ORDERED that, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, the retention and employment of PHKS as special counsel to the Debtors for the purposes set forth in the Application is hereby approved, retro pro tunc to the petition date of the above-captioned proceedings; and it is further

ORDERED that PHKS shall be compensated under sections 330 and 331 of the Bankruptcy Code and any further or other Order of this Court concerning compensation of professionals in these cases, and in accordance with the terms set forth in the Application and the Affidavit of Anthony J. Marchetta in support of the Application, and shall be reimbursed for all allowed necessary, actual and reasonable expenses; and it is further

ORDERED that the allowed fees and expenses of PHKS shall be an administrative expense of the Debtors' estate; and it is further.

ORDERED that this Order shall become effective immediately upon its entry, and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: May 30, 2001

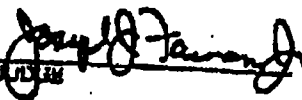

J. B. FAURAND

EXHIBIT B

EXHIBIT B

FEE FOR THE FEE PERIOD
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

None.

FEE FOR THE FEE PERIOD
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

None.

FEEES FOR THE FEE PERIOD
MARCH 1, 2011 THROUGH MARCH 31, 2011²

Client: 482910 W.R. GRACE & CO.

Matter: 111099 TRENTON ENVIRONMENTAL ISSUES

03/23/11	Telephone calls, prepare for and conference with client and environmental experts regarding Hamilton remediation issues; follow up with W. Hatfield regarding same and information to client		
14	A. Marchetta	1.3	871.00
03/23/11	Calls with A. Marchetta and B. Moffit on matter (.3); review memos from client and URS on status with NJDEP (.4); address question by client on NJDEP schedule for remediation (.3); review URS response to NJDEP comment letter and remedial proposal on additional tasks at site; analyze same; prepare for and attend call with clients and URS on case issues and strategy (.9); prepare memo to clients and URS on NJDEP LSRP program; remedial time frames; reference to NJDEP site on cases that have not opted into the program and proposed path forward (.8)		
14	W. Hatfield	2.7	1,174.50
03/28/11	Follow up regarding status following telephone call with client		
14	A. Marchetta	0.2	134.00
03/31/11	Review memos from client, URS and NJDEP (.2); prepare memo to A. Marchetta on comments to same (.3); LSRP issues and proposed strategy for a path forward; memo to C. Donovan on NJDEP issues (.1)		
14	W. Hatfield	0.6	261.00
03/31/11	Review e-mail from DEP and follow up with W. Hatfield regarding same		
14	A. Marchetta	0.5	335.00

² Legend for Day Pitney LLP's fees:
14 = Case Administration, category 4

Attorney Summary

Timekeeper	Hours	Rate	Dollars
W. Hatfield	3.30	435.00	\$1,435.50
A. Marchetta	2.00	670.00	\$1,340.00
TOTALS	5.30		\$2,775.50

FEE SUMMARY - SORTED BY TIMEKEEPER

<u>Timekeeper</u>	<u>TASK CODE</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE (DISCOUNTED)</u>
A. Marchetta	14	2.0	670.00	\$1,340.00
W. Hatfield	14	3.3	435.00	\$1,435.50
TOTAL		<u>5.3</u>		<u>\$2,775.50</u>

COMPENSATION BY PROJECT CATEGORY FOR THE FEE PERIOD					
PROJECT CATEGORIES	Total of January 1, 2011 - January 31, 2011	Total of February 1, 2011 - February 28, 2011	Total of March 1, 2011 - March 31, 2011	Total of January 1, 2011 through March 31, 2011	Total of April 2, 2011 - March 31, 2011
01 - Asset Analysis and Recovery				\$ -	\$ 3,888.50
02 - Asset Disposition				\$ -	\$ 13,881.00
03 - Business Operations				\$ -	\$ 381,336.50
04 - Case Administration			\$2,775.50	\$2,775.50	\$1,704,243.60
05 - Claims Analysis, Objection, & Resolution (Asbestos)				\$ -	\$ 6,449.00
06 - Claims Analysis, Objection, & Resolution (Non-asbestos)					
07 - Committee, Creditors', Noteholders' or Equity Holders'				\$ -	\$ 1,830.00
08 - Employee Benefits/ Pension					
09 - Employment Applications, Applicant				\$ -	\$ 882.00
10 - Employment Applications, Others					
11 - Fee Applications, Applicant					\$168,372.50
12 - Fee Applications, Others				\$ -	\$ 1,179.00
13 - Financing				\$ -	\$ 201.00
14 - Hearings				\$ -	\$ 72,325.50
15 - Litigation and Litigation Consulting					\$ 3,751,547.00
16 - Plan and Disclosure Statement				\$ -	\$ 41,393.00
17 - Relief from Stay Proceedings				\$ -	\$ 185.50
18 - Tax Issues					\$ 4,247.00
19 - Tax Litigation					
20 - Travel - Non Working					
21 - Valuation					
22 - ZAI Science Trial					
23 - ZAI Science Trial - Expenses					
24 - Other				\$ -	\$ 11,459.00
25 - Accounting/Auditing					
26 - Business Analysis					
27 - Corporate Finance					
28 - Data Analysis					
TOTAL - FEES	\$	\$	\$ 2,775.50	\$2,775.50	\$ 6,163,420.10
TOTAL - EXPENSES	\$	\$	\$ -	\$ -	\$ 535,222.17
TOTAL FEES AND EXPENSES	\$	\$	\$ 2,775.50	\$ 2,775.50	\$ 6,698,642.27